

ENTERED

THE DATE OF ENTRY IS
ON THE COURTS DOCKET
TAWANA C. MARSHALL, CLERK

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

In re)	Chapter 11 Case
MIRANT CORPORATION, <u>et al.</u> ,)	Case No. 03-46590 (DML) 11
)	Jointly Administered
Debtors.)	

**ORDER (I) APPROVING THE AMENDED DISCLOSURE STATEMENT;
(II) APPROVING THE SOLICITATION PACKAGE AND PROCEDURES;
(III) APPROVING THE FORM OF BALLOT AND ESTABLISHING THE
PROCEDURES FOR VOTING ON THE DEBTOR'S AMENDED PLAN OF
REORGANIZATION; (IV) SCHEDULING THE HEARING AND
ESTABLISHING NOTICE AND OBJECTION PROCEDURES IN RESPECT
OF CONFIRMATION OF THE DEBTOR'S AMENDED PLAN OF
REORGANIZATION; AND (V) GRANTING RELATED RELIEF**

Upon the record of the hearing held on March 21, 2007 (the "Disclosure Statement Hearing") for entry of an order (a) approving the Amended Disclosure Statement Regarding Amended Chapter 11 Plan of Reorganization Proposed by Mirant NY-Gen, LLC, dated March 21, 2007 (as the same may be amended and supplemented from time to time, the "Disclosure Statement"); (b) approving the solicitation package and procedures for distribution thereof; (c) approving the form of ballot (the "Ballot") and establishing procedures for voting on the Amended Chapter 11 Plan of Reorganization Proposed by Mirant NY-Gen, LLC, dated March 21, 2007 (as the same may be amended from time to time, the "Plan")¹; (d) scheduling a hearing and

¹ All capitalized terms used herein, but not otherwise defined herein, shall have the meanings ascribed to them in the Plan.

ORDER (I) APPROVING THE AMENDED DISCLOSURE STATEMENT; (II) APPROVING THE SOLICITATION PACKAGE AND PROCEDURES; (III) APPROVING THE FORM OF BALLOT AND ESTABLISHING PROCEDURES FOR VOTING ON THE DEBTOR'S AMENDED PLAN OF REORGANIZATION, (IV) SCHEDULING THE HEARING AND ESTABLISHING NOTICE AND OBJECTION PROCEDURES IN RESPECT OF CONFIRMATION OF THE DEBTOR'S AMENDED PLAN OF REORGANIZATION, AND (V) GRANTING RELATED RELIEF

establishing notice and objection procedures in respect of the confirmation of the Plan; and (e) granting related relief. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. Proper notice of the Disclosure Statement and the Disclosure Statement Hearing have been given and no other or further notice need be given. Having considered the responses or objections, if any, to the Disclosure Statement (the "Objections") filed by interested parties, and based upon the record of the Disclosure Statement Hearing and all of the proceedings held before the Court, the Objections have been overruled, sustained, or resolved as reflected in the record of the Disclosure Statement Hearing. Accordingly,

IT IS HEREBY FOUND THAT:

A. The Notice of Hearing to Consider Approval of Disclosure Statement With Respect to Plan of Reorganization Proposed by Mirant NY-Gen, LLC (the "Disclosure Statement Notice") filed on February 22, 2007, was served upon (a) all persons or entities identified in the Debtor's Schedules, as holding liquidated, noncontingent, and undisputed claims, (b) all parties having timely filed proofs of claim, as reflected in the Bankruptcy Services LLC's ("BSI") official claims register², whose claims have not been disallowed or expunged prior to the date of such service, and (c) all other interested parties in this case per the Service Lists attached to the Disclosure

² By order dated July 17, 2003, BSI was retained to maintain the official claims register. BSI maintains all original proofs of claims filed against the Debtor and its estate.

Statement Notice. Such notice constitutes good and sufficient notice under the circumstances to all interested parties and no other or further notice need be provided.

B. The Disclosure Statement contains “adequate information” within the meaning of section 1125 of title 11 of the United States Code (the “Bankruptcy Code”).

C. The period and procedures by which the Debtor may solicit votes on the Plan are reasonable and adequate under the circumstances for the creditors entitled to vote on the Plan to make an informed decision to accept or reject the Plan.

D. As set forth herein, service of the Disclosure Statement on or before the date that is two (2) Business Days following the entry of this Order will provide creditors with sufficient time under the circumstances to vote to accept or reject the Plan prior to the Voting Deadline.

E. The notice substantially in the form annexed hereto as **Exhibit “A”** (the “Confirmation Hearing Notice”) and the procedures set forth below for providing notice of the time, date, and place of the hearing to consider confirmation of the Plan (the “Confirmation Hearing”), including notice by publication, and the contents of the Solicitation Packages (as defined below) are adequate, comply with Bankruptcy Rules 2002, 3016 and 3017, and constitute sufficient notice to all known and unknown creditors and parties in interest consistent with principles of due process. Further, the Confirmation Hearing Notice is sufficient to adequately put interested parties on notice of the Debtor’s intent to assume or reject executory contracts and unexpired leases pursuant to the Plan, and of the deadlines to (a) object to the proposed cure amount for assumption

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of such contracts and leases, and to (b) file a rejection damages claim for the rejection of such contracts and leases.

F. The form of the Ballot annexed hereto as **Exhibit "B"** is substantially consistent with Official Form No. 14 and adequately addresses the particular needs of this chapter 11 case and is appropriate for the classes of claims entitled to vote to accept or reject the Plan.

G. The form of the letter (the "Letter") annexed hereto as **Exhibit "C"** to be transmitted to voting creditors is appropriate under the circumstances and complies with all applicable Bankruptcy Rules.

NOW, THEREFORE, IT IS ORDERED that:

1. In accordance with section 1125 of the Bankruptcy Code and Rule 3017(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Disclosure Statement is hereby approved substantially in the form as amended and modified on the record during the Disclosure Statement Hearing.

2. In accordance with Bankruptcy Rule 3017(c), except as otherwise ordered by the Court, ballots to accept or reject the Plan must be received by Forshey & Prostok LLP, as the tabulation agent, no later than 4:00 p.m. (Prevailing Central Time) on April 18, 2007 (the "Voting Deadline").

3. In accordance with Bankruptcy Rule 3018(c), a hearing to consider confirmation of the Plan and any objections thereto (the "Confirmation Hearing") shall be held before the Honorable D. Michael Lynn, United States Bankruptcy Judge, United States Courthouse, 501 W. Tenth Street, Fort Worth, Texas, commencing on April 25,

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2007, at 1:30 p.m. (Prevailing Central Time). The Confirmation Hearing may be adjourned from time to time without further notice other than announcement to parties in attendance made at the Confirmation Hearing or any resumption of the adjourned hearing.

4. In accordance with Bankruptcy Rules 3020(b) and 9006(c)(1), all objections (the "Plan Objections"), if any, to the confirmation of the Plan must be in writing, and must (a) state the name and address of the objecting party and the nature and amount of the claim of such party, (b) state with particularity the basis and nature of each objection to confirmation of the Plan, and (c) be filed, together with proof of service, with the Court and served so that it is received no later than 4:00 p.m. (Prevailing Central Time), on April 18, 2007 (the "Plan Objection Deadline"), by the Court, and also received by such time by the following parties: (i) Forshey & Prostok LLP, 777 Main Street, Suite 1290, Fort Worth, Texas 76102, Attn: Jeff P. Prostok, Counsel for the Debtor; and (ii) the Office of the United States Trustee, 1100 Commerce Street, Room 976, Dallas, Texas 75242, Attn: George McElreath. Except as otherwise ordered by the Court, any Plan Objections not timely filed and served in the manner set forth above shall not be considered and shall be deemed as overruled.

5. In accordance with section 365 of the Bankruptcy Code and pursuant to Bankruptcy Rule 6006, any party who disputes the proposed cure obligation with respect to an executory contract or unexpired lease that the Debtor intends to assume, as set forth on Schedule 11.1(a) of the Disclosure Statement, must file with the Bankruptcy Court, and serve upon the Debtor, a written objection to the proposed cure obligation, which

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objection shall set forth the basis for the dispute, the alleged correct cure obligation, and any other objection related to the assumption of the relevant agreement by no later than ten (10) Business Days prior to the Confirmation Hearing. If any counterparty fails to file and serve an objection which complies with the foregoing, the cure obligation set forth on the Disclosure Statement Schedule 11.1(a) shall be binding on the counterparty, and the counterparty shall be deemed to have waived any and all objections to the assumption of the relevant agreement as proposed by the Debtor. If an objection to the proposed cure obligation is filed, such objection will be considered by the Court at the Confirmation Hearing, or at such other time as the Court may direct.

A. Procedures for Voting

6. Unless otherwise provided by an order of the Court, the allowed amount of any proof of claim for voting purposes shall be the amount as docketed in the official claims register as of the Voting Deadline. This is without prejudice to the Debtor's right hereafter to object to any claim.

7. The Debtor may seek an order of the Court estimating or disallowing any claim for voting purposes at any time prior to the commencement of the Confirmation Hearing.

8. The form of the Confirmation Hearing Notice substantially in the form attached hereto as **Exhibit "A"** is hereby approved.

9. The form of Ballot substantially in the form attached hereto as **Exhibit "B"** is approved.

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10. The Letter substantially in the form attached hereto as Exhibit "C" is approved.

B. Procedures for Solicitation

11. Following approval of the Disclosure Statement, the Debtor shall distribute or cause to be distributed solicitation packages (the "Solicitation Packages") containing copies of:

- (a) The Disclosure Statement (with the Plan attached thereto as Exhibit "A");
- (b) this Order (without the exhibits hereto);
- (c) the Confirmation Hearing Notice;
- (d) the Ballot and a pre-addressed postage pre-paid return envelope;
- (e) the Letter.

12. Except as otherwise ordered by the Court, the Debtor shall serve the Solicitation Packages (except that Ballots and the Letter will be served only on Creditors entitled to vote) in accordance with this Order no later than two (2) days after entry of this Order to:

(a) holders of scheduled claims to the extent that such claims (i) are listed in the Debtor's Schedules in an amount greater than zero and are not identified as contingent, unliquidated or disputed, (ii) have not been superseded by a timely-filed claim, and (iii) entitle the holder thereof to vote on the Plan;

(b) holders of timely filed claims to the extent that such claims (i) are the subject of timely filed proofs of claim, (ii) have not been disallowed, expunged, or

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disqualified prior to the entry of this Order, (iii) are not the subject of a pending objection as of the date of entry of this Order, and (iv) entitle the holder thereof to vote on the Plan; and.

(c) Persons or entities which have filed a notice of appearance;

(d) The following: (i) the U.S. Trustee, (ii) the Securities and Exchange Commission, (iii) New York State Department of Environmental Conservation, (iv) the Department of Justice, (v) the Internal Revenue Service, (vi) the Federal Energy Regulatory Commission, and (vii) all parties who have filed a request for service of all pleadings.

13. The Debtor shall be excused from distributing Solicitation Packages to those entities listed at the same addresses to which undeliverable mailings were previously sent unless the Debtor received written notice of accurate addresses for such entities prior to the Disclosure Statement Hearing.

14. To the extent the Debtor sends Solicitation Packages which are returned as undeliverable by the United States Postal Service, and in good faith cannot obtain a more current address, failure to distribute Solicitation Packages to such persons will not constitute inadequate notice of the Confirmation Hearing, the Voting Deadline, or a violation of Bankruptcy Rule 3017(d).

15. The following additional procedures with respect to the solicitation of votes on the Plan are hereby approved:

(a) Publication Notice:

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Not less than twenty-five (25) days prior to the Plan Objection Deadline, the Debtor will cause the Confirmation Hearing Notice to be published once in *The New York Times* (New York Edition) which has general circulation in the surrounding communities in southeast New York.

(b) Return of Ballots:

All Ballots will be accompanied by return postage pre-paid envelopes addressed to: Forshey & Prostok LLP, 777 Main Street, Suite 1290, Fort Worth, Texas 76102, Attn: Linda Breedlove. All Ballots must be actually received by Forshey & Prostok LLP by the Voting Deadline. If Ballots are not actually received by Forshey & Prostok LLP by the Voting Deadline, they will not be counted, except upon further order of the Court.

(c) Inquiries:

All inquiries related to the Plan, the Disclosure Statement, and the Voting Procedures should be directed to Forshey & Prostok LLP, 777 Main Street, Suite 1290, Fort Worth, Texas 76102, Attn: Lynda Lankford (817/878-2022).

C. Procedures for Tabulation

16. The following procedures are hereby approved with respect to the tabulation of Ballots pursuant to this Order:

(a) A vote shall be disregarded if the Court determines, after notice and a hearing, that a vote was not solicited or procured in good faith or in accordance with the provisions of the Bankruptcy Code.

(b) Any Ballot that is returned to Forshey & Prostok LLP, but which is unsigned, or has a non-original signature, shall not be counted, unless otherwise ordered by the Court.

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(c) All votes to accept or reject the Plan must be cast in accordance with the voting instructions as set forth on the Ballot. Votes that are cast in any other manner shall not be counted, unless otherwise ordered by the Court.

(d) A Ballot that is completed, but on which the claimant did not indicate whether to accept or reject the Plan or that indicates both an acceptance and rejection of the Plan shall not be counted, unless otherwise ordered by the Court.

(e) Any Ballot that partially accepts and partially rejects the Plan shall not be counted, unless otherwise ordered by the Court.

(f) A holder of claims shall be deemed to have voted the full amount of its claim in each class and shall not be entitled to split its vote within a class.

(g) Forshey & Prostok LLP may accept a vote by facsimile or telecopy transmission. Forshey & Prostok LLP may not accept a vote by electronic mail.

D. Miscellaneous

17. The provision for notice in accordance with the procedures set forth in this Order shall be deemed good and sufficient notice of the Confirmation Hearing, the Voting Deadline, the Tabulation Procedures, and the Plan Objection Deadline, both as to known and unknown creditors.

18. The Debtor is authorized to make non-substantive changes to the Disclosure Statement, the Plan, the Ballot, the Confirmation Hearing Notice, and related documents without further order of the Bankruptcy Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming

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changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package prior to their distribution.

19. This Court shall, and hereby does, retain jurisdiction with respect to all matters arising from or in relation to the implementation of this Order.

Dated: March 22, 2007

A handwritten signature in black ink, appearing to read "D. Michael Lynn", written over a horizontal line.

The Honorable D. Michael Lynn
United States Bankruptcy Judge

ORDER (I) APPROVING THE AMENDED DISCLOSURE STATEMENT; (II) APPROVING THE SOLICITATION PACKAGE AND PROCEDURES; (III) APPROVING THE FORM OF BALLOT AND ESTABLISHING PROCEDURES FOR VOTING ON THE DEBTOR'S AMENDED PLAN OF REORGANIZATION; (IV) SCHEDULING THE HEARING AND ESTABLISHING NOTICE AND OBJECTION PROCEDURES IN RESPECT OF CONFIRMATION OF THE DEBTOR'S AMENDED PLAN OF REORGANIZATION, AND (V) GRANTING RELATED RELIEF

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re)	
)	Chapter 11 Case
MIRANT CORPORATION, <u>et al.</u> ,)	
)	Case No. 03-46590 (DML) 11
Debtors.)	Jointly Administered
)	

**NOTICE IN CONNECTION WITH THE AMENDED CHAPTER 11 PLAN OF
REORGANIZATION PROPOSED BY MIRANT NY-GEN, LLC OF (A) THE
DEADLINE TO SUBMIT BALLOTS TO ACCEPT OR REJECT THE PLAN,
(B) THE DEADLINE FOR FILING OBJECTIONS TO THE PLAN, AND
(C) THE HEARING TO CONSIDER CONFIRMATION OF THE PLAN**

TO ALL CREDITORS OF THE DEBTOR
AND OTHER PARTIES IN INTEREST:

NOTICE IS HEREBY GIVEN that on March 22, 2007, the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the "Court") signed an order (the "Order") approving the Amended Disclosure Statement, dated March 21, 2007 (the "Disclosure Statement") with respect to the Amended Chapter 11 Plan of Reorganization Proposed by Mirant NY-Gen, LLC, dated March 21, 2007 (the "Plan") filed by Mirant NY-Gen, LLC (the "Debtor"). Pursuant to the Order, solicitation materials consisting of a copy of the Disclosure Statement, the Plan, this Notice and a Ballot for the purpose of voting to accept or reject the Plan have been mailed to all known holders of impaired claims against the Debtor entitled to vote on the Plan. If you are a holder of an impaired claim against the Debtor and have not received the foregoing solicitation materials, you may obtain the same by request to Forshey & Prostok LLP, at the address and phone number listed below. Additionally, the Plan and Disclosure Statement are available at www.alixpartners.com/cms.

NOTICE IS FURTHER GIVEN that each ballot cast to accept or reject the Plan must be properly completed, executed, and mailed or delivered to Forshey & Prostok LLP, 777 Main Street, Suite 1290, Fort Worth, Texas 76102, Attn: Linda Breedlove, so that each ballot is **ACTUALLY RECEIVED no later than 4:00 p.m. (Prevailing Central Time), on April 18, 2007**. If your ballot is not properly completed or received by such time, it will not be accepted and will not be counted as a vote to accept or reject the Plan, except upon further Court Order.

Notice in Connection with the Amended Chapter 11 Plan of Reorganization Proposed by Mirant NY-Gen, LLC of (A) the Deadline to Submit Ballots to Accept or Reject the Plan, (B) the Deadline for Filing Objections to the Plan, and (C) the Hearing to Consider Confirmation of the Plan

EXHIBIT

A

NOTICE IS FURTHER GIVEN that the Court has fixed April 25, 2007, at 1:30 p.m. (Prevailing Central Time) as the date and time for the hearing to consider confirmation of the Plan and related matters (the "Confirmation Hearing"). The Confirmation Hearing will be held before the Honorable D. Michael Lynn, United States Bankruptcy Judge, United States Courthouse, 501 W. Tenth Street, Fort Worth, Texas 76102. The Confirmation Hearing may be adjourned from time to time without further notice other than announcement made at the Confirmation Hearing or any adjourned hearing.

NOTICE IS FURTHER GIVEN that objections, if any, to the confirmation of the Plan must be in writing, and must (a) state the name and address of the objecting party and the nature and amount of the claim or interest of such party, (b) state with particularity the basis and nature of each objection to confirmation of the Plan, and (c) be filed, together with proof of service, with the Court at the United States Courthouse, 501 W. Tenth Street, Fort Worth, Texas 76102, and **served so that it is received no later than 4:00 p.m. (Prevailing Central Time), on April 18, 2007**, by the Court, and the following parties: (i) Forshey & Prostok, LLP, 777 Main Street, Suite 1290, Fort Worth, Texas 76102, Attn: Jeff P. Prostok, email jprostok@forsheyprostok.com, and (ii) The Office of the United States Trustee, Earle Cabell Federal Building, 1100 Commerce Street, Room 976, Dallas, Texas 75242, Attn: George McElreath.

NOTICE IS FURTHER GIVEN that Schedule 11.1(a) (the "Assumption Schedule") attached to the Disclosure Statement is a list of executory contracts and unexpired leases that the Debtor intends to assume, and that the Assumption Schedule includes the proposed cure amount necessary to assume such contracts and leases pursuant to the Bankruptcy Code (the "Cure Amount"). Pursuant to the Order, any party to a contract or lease on the Assumption Schedule that disagrees with the proposed Cure Amount, must file an objection thereto no later than ten (10) Business Days prior to the date set forth above for the Confirmation Hearing. Such objection must be filed with the Court and served on the parties noted in the preceding paragraph. Schedule 11.1(b) (the "Rejection Schedule") attached to the Disclosure Statement is a list of executory contracts and unexpired leases that the Debtor intends to reject. Any claims arising from the rejection of an executory contract or unexpired lease (the "Rejection Damages Claims") must be filed with the Bankruptcy Court and served on the Debtor, its counsel, and the Office of the United States Trustee no later than thirty (30) days after service of the notice of confirmation of the Plan. Any objections to the proposed Cure Amount and Rejection Damages Claims must be asserted in accordance with the terms of the Order and the Plan or such objections and claims will be forever barred from assertion and shall not be enforceable against the Debtor, its Affiliates, the Reorganized Debtor, their respective successors or assigns, the Debtor's Estate, or the Assets (each as defined in the Plan). Mirant NY-Gen, LLC reserves the right to modify the Assumption Schedule and the Rejection Schedule at any time prior to entry of an order confirming the Plan. Unless otherwise provided in the Plan or otherwise listed on the Assumption Schedule, all executory contracts and unexpired leases of the Debtor not previously assumed by the

Notice in Connection with the Amended Chapter 11 Plan of Reorganization Proposed by Mirant NY-Gen, LLC of (A) the Deadline to Submit Ballots to Accept or Reject the Plan, (B) the Deadline for Filing Objections to the Plan, and (C) the Hearing to Consider Confirmation of the Plan

Debtor, including, but not limited to, those agreements listed and described in the Rejection Schedule (as the same may be modified prior to entry of an order confirming the Plan) shall be deemed rejected by the Debtor pursuant to the provisions of section 365 of the Bankruptcy Code.

NOTICE IS FURTHER GIVEN that the Plan provides that substantially all of the Assets of the Debtor will vest in the Reorganized Debtor. Except as otherwise provided in the Plan, the Debtor, its Affiliates, the Reorganized Debtor, their respective successors or assigns, the Debtor's Estate, and the Assets (each as defined in the Plan) shall not have, and shall not be construed to have or maintain, any liability, claim, or obligation that is based in whole or in part on any act, omission, transaction, event, other occurrence or thing occurring or in existence on or prior to the Effective Date of the Plan (including, without limitation any liability or claims arising under applicable non-bankruptcy law as a successor to the Debtor) and no such liabilities, claims, or obligations for any acts shall attach to the Debtor, its Affiliates, the Reorganized Debtor, their respective successors or assigns, the Debtor's Estate, and the Assets (each as defined in the Plan).

NOTICE IS FURTHER GIVEN that the Plan includes injunctions which, with limited exceptions, permanently enjoin certain conduct, including: (1) actions by any holder of an Allowed Tax Claim against certain parties, provided the Debtor is in compliance with the Plan; (2) the prosecution of causes of action against certain of the Debtor's directors, officers and employees; (3) actions against any Protected Person arising in connection with the Chapter 11 Case, the Plan, or the property to be distributed under the Plan; and (4) actions (except to enforce the Plan and except as otherwise provided in the Plan) against or affecting the Reorganized Debtor, the Debtor, Protected Persons, the Debtor's Estate, the Assets, Affiliates, or the Disbursing Agent, or certain other Persons, including actions to (a) commence or continue any proceeding, (b) enforce or otherwise recover any judgment, award, decree, or order, (c) create, perfect or enforce any encumbrance, and to (d) assert any setoff, right of subrogation, or recoupment. In addition, except as provided in the Plan, upon the occurrence of the Plan Effective Date, the Debtor shall be discharged from all claims and causes of action to the fullest extent permitted by section 1141 of the Bankruptcy Code, and, except as otherwise provided in the Plan, all holders of claims and the equity interest shall be precluded from asserting against the Debtor, the Reorganized Debtor, its Affiliates, the Assets, or any property dealt with under the Plan, any further or other cause of action based upon any act or omission, transaction, event, thing or other activity of any kind or nature that occurred or came into existence prior to the Effective Date of the Plan. Creditors and interested parties should refer to the Plan for a complete explanation of the above injunctive provisions contained in the Plan and for the definitions of capitalized terms used in this paragraph and elsewhere in this Notice.

Dated: March 23, 2007

FORSHEY & PROSTOK LLP
777 Main Street, Suite 1290
Fort Worth, Texas 76102
(817) 877-8855
(817) 877-4151 (Fax)

By: /s/ Jeff P. Prostok
Jeff P. Prostok
State Bar No. 16352500

ATTORNEYS FOR MIRANT NY-GEN, LLC,
DEBTOR AND DEBTOR-IN-POSSESSION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re

MIRANT CORPORATION, et al.,

Debtors.

Chapter 11 Case

Case No. 03-46590 (DML) 11
Jointly Administered

**BALLOT FOR ACCEPTING OR REJECTING
THE AMENDED CHAPTER 11 PLAN OF REORGANIZATION FOR
MIRANT NY-GEN, LLC DATED MARCH 21, 2007**

PLEASE READ THIS ENTIRE BALLOT BEFORE COMPLETING. PLEASE COMPLETE, DATE AND SIGN THIS BALLOT AND RETURN IT IN THE ENCLOSED PRE-ADDRESSED, POSTAGE PREPAID ENVELOPE.

THIS BALLOT MUST BE COMPLETED AND ACTUALLY RECEIVED BY FORSHEY & PROSTOK LLP ON OR BEFORE APRIL 18, 2007 AT 4:00 P.M. (PREVAILING CENTRAL TIME) OR YOUR VOTE WILL NOT BE COUNTED.

☐ Accept the Plan

☐ Reject the Plan

Name of Creditor: _____
(Print or Type)

By: _____
(Signature of Creditor or Authorized Agent)

Print Name of Signatory: _____

Title: _____
(If Appropriate)

Street Address: _____

(City, State and Zip Code)

Telephone Number: (____) _____

(Social Security or Federal Tax I.D. No.)

Dated: _____, 2007

EXHIBIT

B

PLEASE READ THE FOLLOWING BEFORE COMPLETING YOUR BALLOT:

This Ballot is submitted to you to solicit your vote to accept the Amended Chapter 11 Plan of Reorganization (the "Plan") of Mirant NY-Gen, LLC (the "Debtor"), which is described in the Amended Disclosure Statement in support of the Plan dated March 21, 2007 (the "Disclosure Statement"). A copy of the Plan is attached as Exhibit "A" to the Disclosure Statement. The United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the "Bankruptcy Court") approved the Disclosure Statement by Order signed on March 22, 2007.

The Disclosure Statement provides information to assist you in deciding whether to accept or reject the Plan. A copy of the Disclosure Statement is accompanying the Ballot. If you are entitled to vote on the Plan and did not receive the Plan and Disclosure Statement, you may obtain a copy by contacting Linda Breedlove, Forshey & Prostok LLP at 817/877-8855.

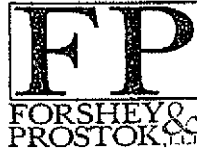
Please complete, sign and date this Ballot and return it to the address listed below in the enclosed pre-addressed, postage prepaid envelope. **If your Ballot is not ACTUALLY RECEIVED by 4:00 p.m. (Prevailing Central Time) on April 18, 2007, it will not be counted.** Forshey & Prostok LLP will accept a Ballot by facsimile transmission or telecopier. Forshey & Prostok LLP will not accept a Ballot by email or any other electronic means. Mail your Ballot to:

Mirant NY-Gen Ballot
c/o Linda Breedlove
Forshey & Prostok LLP
777 Main Street, Suite 1290
Fort Worth, Texas 76102
Phone: 817/877-8855
Fax: 817/877-4151

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT
OR THE VOTING INSTRUCTIONS,
PLEASE CALL LYNDA LANKFORD AT 817/877-8855.**

VOTING INSTRUCTIONS

1. All capitalized terms used in the Ballot or Voting Instructions but not otherwise defined shall have the meanings ascribed to them in the Amended Chapter 11 Plan of Reorganization Proposed by Mirant NY-Gen, LLC dated March 21, 2007 (the "Plan").
2. The Plan can be confirmed by the Bankruptcy Court and, therefore, made binding on you, if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each impaired class voting on the Plan. Please review the Disclosure Statement for more information.
3. To ensure that your vote is counted, you must (i) complete the Ballot, (ii) indicate your decision either to accept or reject the Plan in the boxes provided on the Ballot, and (iii) sign and return the Ballot to the address set forth herein. Your vote must be received by Forshey & Prostok LLP, 777 Main Street, Suite 1290, Fort Worth, Texas 76102, Attn: Linda Breedlove, on or before 4:00 p.m. (Prevailing Central Time) on April 18, 2007 ("Voting Deadline").
4. If a Ballot is received after the Voting Deadline, it will not be counted, except by order of the Court. **The method of delivery of Ballots to be sent to Forshey & Prostok LLP is at the election and risk of each holder of a Claim.** Except as otherwise provided herein, such delivery will be deemed made only when the executed Ballot is actually received by Forshey & Prostok LLP. **Delivery of a Ballot by facsimile transmission or telecopier will be accepted. Delivery of a Ballot by email or any other electronic means will not be accepted.**
5. If multiple Ballots are received from an individual holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.
6. The Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion of admission of a claim.
7. Please be sure to sign and date your Ballot and indicate whether you accept or reject the Plan. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the mailing label.
8. The Ballot must be returned in sufficient time to allow it to be RECEIVED by Forshey & Prostok LLP no later than 4:00 p.m. (Prevailing Central Time) on or before April 18, 2007.



Jeff P. Prostok*
Direct Dial No. (817) 877-4223
E-mail: jprostok@forsheyprostok.com

*Board Certified Business Bankruptcy
Texas Board of Legal Specialization

March 23, 2007

Creditors and Parties in Interest:

Re: In re Mirant Corporation, et al.;
Bankruptcy Case No. 03-46590-DML-11

This letter and the enclosed documents are being sent to you on behalf of Mirant NY-Gen, LLC ("Mirant NY-Gen"). Accordingly, enclosed are the following documents relating to Mirant NY-Gen's Chapter 11 reorganization case:

1. The Amended Disclosure Statement Regarding Amended Chapter 11 Plan of Reorganization Proposed by Mirant NY-Gen, LLC, dated March 21, 2007 (the "Disclosure Statement"), which includes as an attachment the Amended Chapter 11 Plan of Reorganization Proposed by Mirant NY-Gen, LLC dated March 21, 2007 (the "Plan");
2. A copy of the Court's Order (the "Disclosure Statement Order") approving the Disclosure Statement, and setting certain deadlines in connection with the confirmation of the Plan,
3. A notice in connection with the Plan of the deadlines to submit a Ballot and to file an objection to the Plan, if any, and of the time, date, and place of the hearing at which the Court will consider confirmation of the Plan (the "Confirmation Hearing Notice"); and
4. A Ballot for use in voting to accept or reject the Plan

Capitalized terms used in this letter are given the same meaning as in the Plan and Disclosure Statement.

Creditors may have a right to cast a Ballot to either accept or reject the Plan. While you are not required to submit a Ballot, your vote will not be counted unless a Ballot is timely received in accordance with the Bankruptcy Court's Disclosure Statement Order.

The Ballot is enclosed with this letter. Please check the appropriate box to indicate that you either accept or reject the Plan. You must mark a box in order for your Ballot to be counted.

To be counted, the Ballot must be received by counsel for Mirant NY-Gen no later than 4:00 p.m. (Prevailing Central Time) on April 18, 2007. The Ballot may be returned either by mail or any other form of delivery, or faxed to the number reflected on the Ballot, so long as it is actually received by the deadline. Ballots received after the deadline will not be counted except upon further order of the Bankruptcy Court.

Included as the third document referenced above is the Confirmation Hearing Notice, which sets forth certain deadlines with respect to the confirmation of the Plan. Creditors are urged to carefully review these deadlines. These deadlines include the following.

FORSHEY & PROSTOK, LLP

777 Main Street, Suite 1290 Fort Worth, Texas 76102
817-877-8855 Main • 817-877-4151 Fax
www.forsheyprostok.com

EXHIBIT

C

a. Deadline for Submitting Ballots. As set forth above, in order to be counted, Ballots must be received by Forshey & Prostok LLP by 4:00 p.m. (Prevailing Central Time) on April 18, 2007.

b. Deadline for Objections to the Plan. Any objections to the Plan must be in writing and filed with the Clerk of the Bankruptcy Court no later than 4:00 p.m. (Prevailing Central Time) on April 18, 2007. A copy must be served upon Forshey & Prostok LLP and certain other parties as reflected in paragraph 4 of the Disclosure Statement Order. Any objection which is not timely and properly filed in accordance with the Disclosure Statement Order may not be considered.

Confirmation Hearing

The hearing for confirmation of the Plan will be held before the Honorable D. Michael Lynn, U.S. Bankruptcy Judge, beginning at 1:30 p.m. on April 25, 2007, in Judge Lynn's courtroom, on the first floor, United States Courthouse, 501 W 10th St., Fort Worth, Texas 76102. The confirmation hearing may be recessed and reconvened on notice only to those parties actually present.

Terms of the Plan

The Plan divides Creditors into Classes. The Debtor anticipates that General Unsecured Creditors (Class 4) will be paid 100% of their Allowed Claims. However, this is subject to certain risk factors more fully described in Article XI of the Disclosure Statement.

Mirant NY-Gen believes that, if it is liquidated, little if any dividend will be paid to General Unsecured Creditors

Mirant NY-Gen urges all creditors to vote for the Plan as representing the best option available.

Questions Regarding the Plan or Voting

Any creditors having questions regarding the Plan or procedures for voting on the Plan, may contact counsel for the Debtor as follows:

Lynda L. Lankford at (817) 878-2022
Forshey & Prostok LLP
777 Main St., Suite 1290
Fort Worth, Texas 76102

Sincerely yours,

Jeff P. Prostok